

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
DELPHI CORPORATION, et. al., : Case No. 05-44481 (RDD)  
Debtors : (Jointly Administered)  
-----X

AFFIDAVIT OF ORDINARY COURSE PROFESSIONAL

STATE OF INDIANA )  
 ) ss:  
COUNTY OF MARION )

1. I am a principal of Wooden & McLaughlin, LLP ("Wooden & McLaughlin") which firm maintains offices at One Indiana Square, Suite 1800, Indianapolis, Indiana 46204.

2. Neither I, Wooden & McLaughlin, nor any partner, auditor, or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. Wooden & McLaughlin has represented and advised Debtors in Indiana with respect to a broad range of aspects of Debtors' businesses.

4. The Debtors have requested, and Wooden & McLaughlin has agreed, to continue to represent and advise Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Wooden & McLaughlin proposes, to render the following services to the Debtors: advice and counsel on employment and labor issues and representation in employment-related litigation and administrative matters in Indiana.

5. Wooden & McLaughlin's current fee arrangement is billing on a monthly basis at a fixed hourly rate for all partners and a fixed hourly rate for all associates.

6. Except as set forth herein, no promises have been received by Wooden & McLaughlin or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

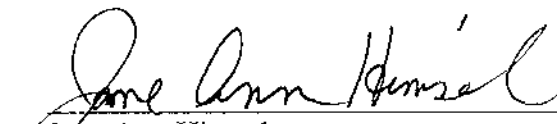
7. Wooden & McLaughlin has no agreement with any entity to share with such entity any compensation received by Wooden & McLaughlin.

8. Wooden & McLaughlin and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Wooden & McLaughlin does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

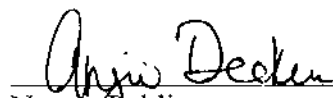
9. Neither I, Wooden & McLaughlin, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Wooden & McLaughlin is to be engaged.

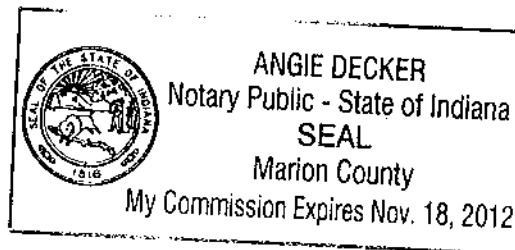
10. The foregoing constitutes the statement of Wooden & McLaughlin pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016 (b).

FURTHER AFFIANT SAYETH NOT

  
Jane Ann Himsel  
Partner  
Wooden & McLaughlin, LLP

Subscribed and sworn before me  
this 22 day of November, 2005

  
Notary Public



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et. al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors	:	(Jointly Administered)
	:	
-----X		

AFFIDAVIT OF SERVICE

STATE OF INDIANA )  
 ) ss:  
COUNTY OF MARION )

Amanda Ford, being duly sworn, deposes and states that on the 22nd day of November, 2005, she served a true and correct copy of the **Affidavit of Legal Ordinary Course**

**Professional** by First-Class mail, postage prepaid upon each of the following:

General Counsel  
(for Debtors)  
Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098

Mark A. Broude, Esq.  
(for Creditors' Committee)  
Latham & Watkins  
885 Third Avenue  
New York, NY 10022

John Wm. Butler, Jr., Esq.  
Skadden, Arps, Slate, Meagher & Flom  
333 West Wacker Drive, Suite 2100  
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(Attorneys for Debtors)

Marissa Wesley, Esq.  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, NY 10017  
(Attorney for Agent under Debtor's  
Prepetition Credit Facility)

Alicia M. Leonhard, Esq.  
United States Trustee  
33 Whitehall Street, Suite 2100  
New York, NY 10044

Marlane Melican, Esq.  
Davis Polk & Wardell  
450 Lexington Avenue  
New York, NY 10017  
(Attorney for Agent under Debtors'  
Postpetition Credit Facility)

Further affiant sayeth not.

Amanda Ford  
Amanda Ford

Subscribed and sworn before me  
this 22 day of November, 2005.

Angie Decker  
Notary Public

